

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
	§	
LIMETREE BAY SERVICES, LLC, et al.¹,	§	Case No. 21-32351 (DRJ)
	§	
Debtors.	§	(Jointly Administered)

**COMDATA INC.'S APPLICATION FOR ALLOWANCE AND
PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM**

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

Comdata Inc. ("Comdata") files this *Application for Allowance and Payment of Administrative Expense Claim* (the "Application"), and seeks entry of an order for allowance and payment of its administrative expense claim under 11 U.S.C. § 503(b)(1) in the amount of

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Limetree Bay Services, LLC (1866); Limetree Bay Refining Holdings, LLC (1776); Limetree Bay Refining Holdings II, LLC (1815); Limetree Bay Refining, LLC (8671); Limetree Bay Refining Operating, LLC (9067); Limetree Bay Refining Marketing, LLC (9222). The Debtors' mailing address is Limetree Bay Services, LLC, 11100 Brittmoore Park Drive, Houston, TX 77041.

not less than \$59,950.45 for postpetition services provided by Comdata to the Debtors. In support of this Application, Comdata states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND FACTS

2. On June 8, 2017, Comdata and Limetree Bay Terminals, LLC entered into that certain Comdata MasterCard Corporate Card Agreement (“**Agreement**”), No. 00091420, whereby Comdata agreed to provide certain financial and transportation-related services through the use of its Comdata cards (“**Services**”) and the Debtors agreed to pay for those Services. Comdata and Limetree Bay Refining, LLC (“**LBR**”) later executed a Name Change Amendment, whereby LBR assumed all of the obligations under the Agreement. Pursuant to the Agreement, Comdata provided MasterCard corporate credit cards for the Debtor’s employees to use for business expenses. A true and correct copy of the Agreement and Name Change Amendment is attached hereto as **Exhibit A**.

3. On July 12, 2021, the Debtors filed for relief under Chapter 11 of the United States Bankruptcy Code (“**Petition Date**”). The Debtors continue to operate their businesses and manage their property as debtors-in-possession pursuant to Sections 1107 and 1108 of the United States Bankruptcy Code (“**Bankruptcy Code**”). The Court subsequently entered an order that the bankruptcy cases of the Debtors be jointly administered.

4. Comdata continued to perform under the Agreement after the Petition Date and is owed \$59,950.45 for Services provided to LBR, as more particularly described in (a) the Card

Services Consolidated Invoice Activity for July 1, 2021 through July 31, 2021 (prorated) and (b) the Card Services Consolidated Invoice Activity for August 1, 2021 through August 31, 2021 (collectively, “**Invoices**”). A statement of account, which summarizes the Invoices, is attached hereto as **Exhibit B**. Copies of the Invoices are available upon request.

RELIEF REQUESTED

9. Comdata is owed \$59,950.45 for Services provided to the Debtor post-petition. As a result, it is filing this Application to request entry of an order, pursuant to 11 U.S.C. § 503(b)(1)(A), for allowance of and payment to Comdata of administrative expenses in the amount of \$59,950.45.

BASIS FOR RELIEF REQUESTED

10. Section 503(b)(1) of the Bankruptcy Code provides, in relevant part:

(b) After notice and hearing, there shall be allowed, administrative expenses, other than claims allowed under Section 502(f) of this title, including, -

(1)(A) the actual necessary costs and expenses of preserving the estate . . .

11. The Bankruptcy Code provides administrative certain priorities to encourage third parties to provide the goods and services necessary for a debtor to continue operating its business, “thus generating funds from which prepetition creditors can be paid.” *Nabors Offshore Corp. v. Whistler Energy II, L.L.C. (In re Whistler Energy II, L.L.C.)*, 931 F.3d 432, 442 (5th Cir. 2019). To qualify, “a claim against the estate must have arisen postpetition and as a result of actions taken by the trustee that benefitted the estate.” *Total Minatome Corp. v. Jack/Wade Drilling, Inc. (In re Jack/Wade Drilling, Inc.)*, 258 F.3d 385, 387 (5th Cir. 2001). “Administrative expense priority is available to contract parties when the debtor enjoys the benefits of the contract pending assumption or rejection.” *In re Smurfit-Stone Container Corp.*, 425 B.R. 735, 741 (Bankr. D. Del. 2010).

13. Here, the requirements are met because LBR requested, and accepted, the benefit of Comdata's Services under the Agreement after the Petition Date. Further, the Services that Comdata provided to LBR were necessary to the Debtor's continuing operations for expenses incurred in its ordinary course of business.

14. Furthermore, 11 U.S.C. § 503(b)(1) is intended "to provide an incentive for creditors to continue to do business with a debtor and an incentive for others to engage in business transactions with the debtor." 4 *Collier on Bankruptcy*, 503.06[3][a] (16th ed. 2014). Comdata acted in accordance with the policies behind the statute and provided Services pursuant to the Agreement that supported the bankruptcy estate.

WHEREFORE, Comdata requests that this Court (1) order the allowance and payment of Comdata's administrative expense claim in the amount of \$59,950.45 under 11 U.S.C. § 503(b)(1); and (2) grant such other and further relief as this Court may deem just and proper.

Dated: September 27, 2021

/s/ Andrew G. Edson

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ATTORNEYS FOR COMDATA, INC.

CERTIFICATE OF SERVICE

I certify that on September 27, 2021, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Andrew G. Edson
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